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ATTORNEYS FOR THE DEBTORS
AND DEBTORS-IN-POSSESSION

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

In re:	§	Chapter 11
	§	
NGV GLOBAL GROUP, INC., <i>et al.</i> , ¹	§	Case No. 22-42780-MXM-11
	§	
Debtors.	§	(Jointly Administered)
	§	

**DECLARATION OF WADE HORST IN SUPPORT OF APPLICATION FOR ORDER (A)
AUTHORIZING THE EMPLOYMENT AND RETENTION OF HARNEY PARTNERS AS
FINANCIAL ADVISORS FOR THE DEBTORS AS OF JANUARY 11, 2023**

I, WADE HORST, state and declare:

1. My name is Wade Horst. I am a Senior Manager of HMP Advisory Holdings, LLC d/b/a Harney Partners ("Harney Partners" or "HP"). The debtors, NGV Global Group, Inc. ("NGV Global"), Natural Gas Vehicles Texas, Inc. ("NGV Texas"), Natural Gas Supply, LLC ("NGS"), and Natural Gas Logistics Inc. ("NGL", and collectively with NGV Global, NGV Texas, and NGS, the "Debtors"), seek to retain HP to provide services as their financial advisors, on the terms and conditions set forth in the Engagement Letter dated January 11, 2023.

2. I make this Declaration ("Declaration") in support of the *Debtors' Application to*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number are: NGV Global Group, Inc. (9723), Natural Gas Vehicles Texas, Inc. (8676), Natural Gas Supply, LLC (4584) and Natural Gas Logistics Inc. (5403).

Employ Harney Partners as Financial Advisors for the Debtors as of January 11, 2023 (the “Application”)² and to provide disclosures required under sections 327, 328 and 504 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016 and N.D. Tex. L.B.R. 2014-1 and 2016-1.

3. The facts set forth in this Declaration are personally known to me based upon personal knowledge, unless otherwise noted, and if called as a witness I would and could competently testify thereto. To the extent that any information disclosed herein requires amendment or modification, I reserve the right to submit a supplemental statement to the Court.

4. My resume is attached to the hereto as Exhibit A.

5. The Debtors seek to retain HP to provide financial advice and to perform the duties more fully set forth in the Engagement Letter attached as Exhibit A to the Application including, without limitation:

- (a) Assist the Client and its counsel with preparation of Schedules of Assets and Liabilities, Statements of Financial Affairs and other information needed for the Debtors’ chapter 11 proceedings; and
- (b) Other services as may be agreed upon between HP and Client, that may include:
 - i. Preparing data and analyses to meet the requests of the Debtors’ financial constituents;
 - ii. Providing oversight and support to the Debtors’ other professionals in connection with execution of the Debtors’ business plan, any sales process and the overall administration of activities within the chapter 11 proceeding;
 - iii. Providing oversight and assistance in connection with the preparation of financial information for distribution to creditors and others, including, but not limited to, cash flow projections and budgets, cash receipts and disbursements analysis of various asset and liability accounts, and analysis of proposed transactions for which court approval is sought;
 - iv. Participating in meetings and providing assistance to any official committee(s) appointed in the case, the U.S. Trustee, other parties in interest, including contractual counterparties, and professionals hired by the same;
 - v. Evaluating, making recommendations and implementing strategic

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Application.

- alternatives as needed to maximize the value of the Debtors' assets;
- vi. Providing oversight and assistance in connection with the preparation of analysis of creditor claims;
 - vii. Providing oversight and assistance in connection with the evaluation and analysis of avoidance actions, including, fraudulent conveyances and preferential transfers, and in the defense and prosecution of other litigation, if necessary;
 - viii. Providing testimony in litigation/bankruptcy matters as required;
 - ix. Evaluating the cash flow generation capabilities of the Debtors' for valuation maximization opportunities;
 - x. Providing oversight and assistance in connection with communications and negotiations with constituents including investors and other critical constituents to the successful restructuring of the Debtors;
 - xi. Assisting in development of a plan of reorganization or liquidation and in the preparation of information and analysis necessary for the confirmation of a plan in the chapter 11 proceedings; and
 - xii. Providing oversight and assistance in connection with the preparation of financial-related disclosures required by the bankruptcy court disclosures required by the Debtors in connection with the bankruptcy process and required by the Bankruptcy Court and the Office of the United States Trustee.

6. I, Wade Horst, am the professional who will be primarily responsible for the engagement by the Debtors. My hourly rate is \$400. Additionally, the services of other consultants or personnel may be utilized to take advantage of available economic efficiencies. The hourly rates of other consultants or personnel who may render services for the Debtors range between \$180 to \$700 per hour.

7. Subject to Court approval, HP will charge its Hourly Fees to the Debtors for its professional services at its usual and customary hourly rates in effect on the date the services are rendered. HP will keep track of its billings on a one-tenth (0.1) of an hour basis.

8. It is HP's practice to seek reimbursement from its clients for all reasonable and necessary out-of-pocket expenses incurred in connection with its representation. HP customarily maintains detailed records of any actual and necessary or appropriate costs and

expenses incurred in connection with its professional services. HP will charge the Debtors for such expenses in a manner and at rates consistent with charges made generally to HP's other clients and consistent with normal practices within this District.

9. HP intends to apply to the Court for the payment of its Hourly Fees and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and any orders entered by the Court establishing procedures governing compensation and reimbursement of expenses of professionals employed in these cases. However, in the event the Debtors request and obtain an order from the Bankruptcy Court approving the implementation of interim compensation procedures with respect to the fees and expenses incurred by estate professionals, HP has requested, and the Debtors have agreed, to pay HP's invoices in accordance with the terms of any such interim compensation order. I understand that all payments on account of HP's Hourly Fees shall only be made pursuant to the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and orders of the Bankruptcy Court.

10. Finally, the Engagement Letter contains a broad indemnification provision (the "Indemnity")³ providing that the Debtors, e.g., agree to indemnify, defend and hold harmless each of HP, its affiliates, agents, members, etc. (the "Indemnified Persons") from all losses, claims, damages, liabilities or expenses and all actions, claims, proceedings and investigations brought or threatened by or on behalf of any person (including the Debtors) arising out of, relating to or in connection with the Engagement Letter or HP's engagement thereunder (collectively, the "Indemnification Claims"); *provided, however*, that Debtors are not liable for any Indemnification claims finally determined to have resulted from such Indemnified Person's gross negligence or willful misconduct. The indemnity also provides that no Indemnified Person will

³ The description of the Indemnity provided herein is provided in summary fashion for descriptive purposes only. Interested parties should review the Indemnity contained in Exhibit B of the Application for further details regarding the full scope and provisions of the Indemnity.

have liability to the Debtors arising out of or relating to HP's engagement except to the extent the liability is determined to have resulted from the Indemnified Person's gross negligence or willful misconduct.

11. Notwithstanding anything to the contrary contained within the Indemnity, HP agrees to seek approval from the Bankruptcy Court prior to submitting any indemnification claims under the indemnification provisions of the Engagement Letter.

12. HP has not previously represented the Debtors and, as such, holds no pre-petition claims against the Debtors.

13. For its initial services, HP was paid a retainer, post-petition, in the amount of \$25,000.00 (the "Retainers") by a non-debtor affiliate. The Retainers will be held in trust by HP and will be available to be applied to post-petition services, as approved by the Court, including pursuant to any procedures for interim compensation approved by the Court.

14. Neither I, HP, nor any member thereof, insofar as I have been able to ascertain, represents or holds an interest materially adverse to the Debtors or the Debtors' respective bankruptcy estates in the matters upon which HP is to be employed. HP has not, insofar as I have been able to ascertain, represented any person against or in a manner adverse to the Debtors. I believe that both HP is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code.

15. Except as may specifically be allowed by the Bankruptcy Code, HP has not shared or agreed to share (a) any compensation or reimbursement of expenses it may receive in these chapter 11 cases with any person or entity, or (b) any compensation another person or entity has received or may receive in these chapter 11 cases.

16. Except as otherwise disclosed herein or in the Application, neither I, HP, nor any professional employed by HP, has any connections with the Debtors.

17. In preparing this Declaration, I or someone under my supervision and direction

reviewed documents provided by the Debtors to determine whether HP has any relationship with the parties in these chapter 11 cases. To the extent such review indicated that HP had or has a relationship with or connection to any interested party, such relationship or connection is disclosed below.

Harney Partners' Connections with Parties-in-Interest

18. HP conducted an internal search to determine, and to disclose, whether it is or has been engaged by any of the Debtors' Top 20 Creditors, the Debtors or insiders thereof, or other parties-in-interest (collectively, the "Parties-in-Interest"). After such diligent search and due inquiry, HP has no connections or conflicts of interest to disclose as to any Parties-in-Interest at this time. HP will conduct continuing inquiries into any matters which would affect its disinterested status, and will promptly file a supplemental statement setting forth the results of that inquiry if additional disclosure is required.

19. Based on information known to date, HP's connections with the Debtors, creditors, other parties in interest, their respective attorneys and accountants, the United States Trustee or any person employed in the Office of the United States Trustee, are as follows:

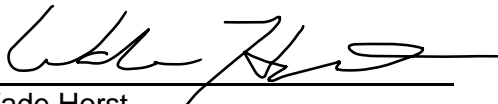
- (a) Current and Former Clients. HP has not previously represented, nor does it currently represent, any creditors or parties-in-interest in the Debtors' chapter 11 cases. Further, HP does not currently represent, nor has it ever represented, any creditor or party in interest in any matter adverse to the Debtors.
- (b) Attorneys, accountants and other professionals; Office of the United States Trustee. HP may have worked with one or more attorneys and other professionals who may participate in these chapter 11 cases on behalf of the Debtors, creditors or other parties-in-interest. HP is not aware of any connection with any such person or entity, or with the Office of the United States Trustee or any employee thereof, which would disqualify it from representing the Debtors herein.
- (c) HP has not represented any creditor or party in interest in relation to the Debtors, and HP will not represent any person or entity other than the Debtors in these chapter 11 cases.
- (d) Addison Group, a creditor in these chapter 11 cases acquired Bridgepoint Consulting in 2017. Some of HP employees worked as employees with Addison Group.

- (e) Jim Keane, COO for Harney Partners, was in the General Counsel's office of Sears when Sears owned Advanced Auto Parts, a creditor in these chapter 11 cases.
- (f) TriState Capital Bank, a creditor in these chapter 11 cases, holds estate deposits for Gregory S. Milligan (an Executive Vice President at Harney Partners) in an unrelated matter.

20. The disclosures above are based upon information reasonably available to HP at the time of submission of the Application to the Bankruptcy Court. HP will supplement this Declaration as may be required by the Bankruptcy Code and Bankruptcy Rules if and when any other connection requiring disclosure becomes known.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

Dated: January 12, 2023



Wade Horst
Senior Manager, Harney Partners

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing document was served upon the parties listed on the attached service list via United States Mail, first class postage prepaid, or via ECF electronic Notice, if available, on January 13, 2023.

/s/ Jeff P. Prostok
Jeff P. Prostok

EXHIBIT A – Resume

Wade Horst, CFA

whorst@harneypartners.com

<https://www.linkedin.com/in/wadehorst/>

SKILLS & INTERESTS

- Financial Restructurings, Capital Markets, Alternative Investments, Mergers & Acquisitions, Corporate Finance, Financial Modeling, Valuation
- Bloomberg, Capital IQ, PitchBook, Sentieo, Microsoft Office (Excel, PowerPoint, Word)
- Chartered Financial Analyst (CFA) designation
- Fostering rescue dogs, travel, hiking, snow skiing

EXPERIENCE

Harney Partners, Dallas, TX — Senior Manager, Turnaround & Restructuring Consulting

National corporate advisory firm to middle market companies and their stakeholders to overcome financial and operational challenges.

April 2018 - Present

- Responsible for restructuring and turnaround, bankruptcy advisory, fiduciary services, and transaction advisory services for Harney Partners clients including cash management, negotiations with creditors, and the monetization of assets.
- Clients include companies engaged in: automotive parts manufacturing, commercial printing, consumer packaged goods, healthcare, restaurants, among others.
- Representative engagements:
 - Financial advisor for a commercial printing company in Ch. 11 bankruptcy, restructuring the balance sheet, arranging debtor-in-possession (DIP) financing, and coordinating with the stalking-horse bidder for a successful 363 asset sale.
 - Assignee for the benefit of creditors for a real estate entity.
 - Financial advisor for a tier 1 automotive parts supplier, managing an out-of-court liquidation.
 - Expert witness for a residential building products company in Ch. 11 bankruptcy.
 - Financial advisor for a beauty products company, improving cash flow and liquidity to position the company for a third-party equity investment.

Alistair Capital Management, Dallas, TX — Controller & Chief Compliance Officer

May 2012 - April 2018

- Performed monthly cash and equity reconciliations to verify accounting of the Fund's third-party administrator.
- Managed the firm's relationships with vendors including its prime broker, executing brokers, and research providers.
- Reduced payroll, HR, and benefits expense by over 50% and fees on employees' retirement assets by over 100 bps.
- Led the firm's compliance program and registration with the SEC.
- Performed bottom-up equity research.

Wade Horst, CFA

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ConAgra Foods, Omaha, NE — Senior Financial Analyst, Treasury & Risk Solutions

December 2011 - May 2012

- Created 3-statement financial models of capital structure and M&A scenario analysis with an emphasis on credit rating impact for an \$11 billion balance sheet.
- Developed and managed financial modeling for credit rating metrics to assist the Treasurer and CFO with updates and presentations to the major credit rating agencies.
- Prepared consolidated corporate cash flow, debt, and interest expense forecasts.

ConAgra Foods, Omaha, NE — Financial Analyst, Treasury & Risk Solutions

January 2010 - December 2011

- Analyzed, reported, and assisted in the development of strategies to alleviate commodity and financial risk exposures.
- Prepared commodity hedge gain and loss reporting.
- Analyzed and monitored customer and supplier credit risk.

ConAgra Foods, Omaha, NE & Naperville, IL — Associate Financial Analyst, Financial Development Program

February 2007 - January 2010

- Prepared production cost and working capital reports to support \$300 million working capital initiative.
- Developed and managed financial plan, forecast, and variance analysis reports for a \$7 million business unit.
- Completed account reconciliation and period-end close activities.

EDUCATION

Southern Methodist University, Cox School of Business — Master of Business Administration

August 2015 - August 2017, Dallas, TX

- Concentration: Finance
- GPA: 3.9/4.0
- Nancy Chambers Underwood Investment Fund (Consumer Discretionary Sector)
- Professional MBA Student Advisory Board - President
- Global Programs trip to Cuba

University of Nebraska-Lincoln — B.S. in Business Administration

August 2002 - December 2006, Lincoln, NE

- Major: Finance
- Minors: Accounting and Economics
- GPA: 3.5/4.0
- Dean's List: 2003 – 2005
- Nebraska at Oxford (Mansfield College) Study Abroad Program

**Limited Service List
NGV Global, et al.
#6321**

NGV Global Group, Inc., et al.
Attn: Farroukh Zaidi, CEO
10733 Spangler Road
Dallas, TX 75222

Erin Schmidt, Trial Attorney
Office of the U.S. Trustee
1100 Commerce St., Room 976
Dallas, TX 75202

FirstCapital Bank of Texas, N.A.
5580 LBJ Freeway, Suite 100
Dallas, TX 75240

Tom McLeod Software Corp.
100 Corporate Parkway, Suite 100
Birmingham, AL 35242

Ford Motor Credit Company, LLC
PO Box 680020, MD 610
Franklin, TN 37068

Maplemark Bank
4143 Maple Ave., Suite 100
Dallas, TX 75219

Bank of DeSoto, NA
PO Box 7777
DeSoto, TX 75123

Mike Albert, Ltd.
10340 Evendale Dr.
Cincinnati, OH 45241

Simmons Bank
4625 S National Ave.
Springfield, MO 65810

Tristate Capital Bank
One Oxford Centre
301 Grant St., Suite 2700
Pittsburgh, PA 15219

Vision Financial Group, Inc.
615 Iron City Drive
Pittsburgh, PA 15205

Internal Revenue Service
Centralized Insolvency Operations
PO Box 21126
Philadelphia, PA 19114-0326

AmeriCredit Financial Services, Inc.
dba GM Finance
PO Box 183853
Arlington, TX 76096

Ford Motor Credit Company LLC
c/o National Bankruptcy Service Center
P.O. Box 62180
Colorado Springs, CO 80962-2180

NGV Global Group, Inc. 20 Largest Unsecured Creditors

Addison Group
7076 Solutions Center
Chicago, IL 60677-7000

AFCO
5600 North River Rd.
Suite 400
Rosemont, IL 60018-5187

ANGI
PO Box 516
Janesville, WI 53547-5216

Archerpoint
2405 Satellite Blvd., Suite 225
Duluth, GA 30096

Bridgestone
PO Box 730026
Dallas, TX 75373-0026

Comdata
5301 Mayland Way
Brentwood, TN 37027

Dallas Regional Chamber
500 N. Akard St., Suite 2600
Dallas, TX 75201

Faisal Reza
3604 Barrydale Dr.
Denton, TX 76208

Mark Conner, CPA PLLC
PO Box 2709
Coppell, TX 75019

OSHA
1100 Campbell Rd., Suite 250
Richardson, TX 75081

~~OSI 10737 Spangler Road LLC~~
~~309 East Paces Ferry Rd. NE~~
~~Suite 60~~
~~Atlanta, GA 30305~~

~~OSI 10801 Spangler Road LLC~~
~~309 East Paces Ferry Rd. NE~~
~~Suite 60~~
~~Atlanta, GA 30305~~

OSI 2001 Manana Drive LLC
~~309 East Paces Ferry Road NE~~
~~Suite 60~~
Atlanta, GA 30305

Spectrum

Sunwest Communications Inc.
4851 LBJ Freeway
Dallas, TX 75224

~~Tara Energy~~
~~4925 Greenville Ave.~~
~~Dallas, TX 75206~~

TEKSworx
118 South 3rd St.
Williamsburg, KY 40769

The Carbon Agency
802 N. Kealy Ave., Suite 200
Lewisville, TX 75057-3136

Natural Gas Vehicles Texas, Inc. 20 Largest Unsecured Creditors

1-800-Radiator & A/C
2626 Northhaven Road
Dallas, TX 75229

Cavalier Co.
196 Mark Lane
Royse City, TX 75189

Continental Tire
1830 MacMillian Park Dr.
Fort Mill, SC 29707

Cummins
PO Box 772642
Detroit, MI 48277-2642

Daltex Trailer Repair
3124 Partridge Ct.
Grand Prairie, TX 75052

Fleetpride Truck and Trailer Park
~~601 W Mockingbird Lane~~
~~Dallas, TX 75247~~

Geoff Beveridge
661 E Main St., Suite 200
Midlothian, TX 76065

HYLIION
1202 BMC Dr., Suite 100
Cedar Park, TX 78613

Imperial Supplier LLC
PO Box 5362
Janeville, WI 53547-5362

Marcel Pradella
2124 Dogwood Creek Ave.
Yukon, OK 73099

Premier Truck Group of Dallas No.
PO Box 840827
Dallas, TX 75284-0827

Recappers (V)
2360 East Grauwlyer
Irving, Texas 75061

Rush Enterprises
~~409 Cundiff Dr.~~
~~Seageville, TX 75159~~

Snap On
12617 E FM917 Suite E
Alvarado, TX 76009

Southern Tire Mart
816 W Mockingbird Dr.
Dallas, TX 75247

Southwest International Truck (V)
3722 Irving Blvd.
Dallas, TX 75247

U-line
PO Box 88741
Chicago, IL 60680-1741

Unifirst
~~PO Box 650841~~
~~Dallas, TX 75265-0481~~

Valvoline
3221 East Arkansas Lane
Arlington, Texas 76010

Z & Son Transmission
10418 C.F. Hawn Frwy
Dallas, TX 75217

Natural Gas Supply, LLC
20 Largest Unsecured Creditors

Comdata
5301 Mayland Way, Suite 100
Brentwood, TN 37027

Natural Gas Logistics Inc.
20 Largest Unsecured Creditors

~~Advantage Trailer Rentals~~
~~PO Box 772320~~
~~Detroit, MI 48277~~

Boscus Canada Inc.
900 Avenue Selkirk
Pointe-Clair QC H9R3S3

Comdata
5301 Mayland Way
Brentwood, TN 37027

Crossroads Trailer Service Inc.
226 Irby Lane
Irving, TX 75061

Crum & Foster
855 Winding Brook Dr.
Glastonbury, CT 06033

DCLI
3525 Whitehall Park Dr.
Charlotte, NC 02827

Enrique Joya

Escreen
PO Box 25902
Overland Park, KS 66225

Hartford Financial Services
PO Box 415738
Boston, MD 02241-5738

J.J. Keller
PO Box 6609
Carol Stream, IL 60197

Kay Polymer Trucking
1919 FM 565
Baytown, TX 77523

Lockton
PO Box 123036
Dallas, TX 75312-3036

Loves
PO Box 842568
Kansas City, MO 64184

McKinney Trailer Rentals
PO Box 515574
Los Angeles, CA 90051

McLeod Software
~~Dept. 3500~~
~~Birmingham, AL 35283~~

Mike Hendrixson
4819 Osprey Dr.
Orange Beach, AL 36561

Perez Luis Manuel Hernandez
c/o Paul R. Hornung
Domingo A. Garcia PC
1111 W Mockingbird Ln, Ste 1200
Dallas, TX 75247

Samba Holdings Inc.
Dept. LA 24536
Pasadena, CA 91185

Tonya Singh
c/o Jim S. Adler & Associates
2711 N. Haskell, Suite 2500
Dallas, TX 75204

TRAC Intermodal
750 College Road East
Princeton, NJ 08540

NOTICES OF APPEARANCE/PROOFS OF CLAIM

Mike Albert, Ltd.
c/o Patrick M. Lynch, Esq.
Quilling, Selander, et al.
2001 Bryan St., Suite 1800
Dallas, TX 75201

Mike Albert, Ltd.
c/o Robert G. Sanker, Esq.
Keating Muething & Klekamp PLL
One East Fourth St., Suite 1400
Cincinnati, OH 45202

FirstCapital Bank of Texas, N.A.
c/o Jared Knight, B. Hartman, C. Miller
Morgan Williamson LLP
701 S. Taylor, Suite 324
Amarillo, TX 79101

OSI 10801 Spangler, LLC, OSI 10737
Spangler, LLC, OSI 202 Mana Dr, LLC
c/o Mark Stromberg
Stromberg Stock PLLC
8350 N Central Expwy, Suite 1225
Dallas, TX 75206

Dallas County
c/o John K. Turner
Linebarger Goggan, et al.
2777 N. Stemmons Fwy, Suite 1000
Dallas, TX 75207

Bank of DeSoto, N.A.
c/o Law Office of Vicki K. McCarthy
114 South 5th Street
Midlothian, TX 76065

Mitsubishi HC Capital America, Inc.
c/o Matthew F. Kye, Esq
Kye Law Group, P.C.
201 Old Country Rd, Suite 120
Melville, NY 11747

Ford Motor Credit Company LLC
c/o Stephen G. Wilcox
Wilcox Law, PLLC
PO Box 201849
Arlington, TX 76006

MapleMark Bank
c/o Trey A. Monsour
Fox Rothschild LLP
2501 N. Hartwood St., Suite 1800
Dallas, TX 75201

DalTex Trailer Repair
c/o Mark B. French
Law Office of Mark B. French
1901 Central Dr., Suite 704
Bedford, TX 76021

Premier Truck Group of Dallas North
c/o Marilee A. Madan, Esq.
5485 Belt Line Rd., Suite 290
Dallas, TX 75254

Uline
12575 Uline Drive
Pleasant Prairie, WI 53158

Fastenal Company
Attn: Legal
2001 Theurer Blvd.
Winona, MN 55987

Bartow B Duncan III, Esq.
Arnall Golden Gregory LLP
171 17th St. NW, Suite 2100
Atlanta, GA 30363